

**MAXIMUS INTERNATIONAL LIMITED**

**CIN: U51900GJ2015PLC085474**

**Registered Office:** 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003

**Tel No.:** +91 – 265 – 234 5321; **Email:** info@maximusinternational.in

**Website:** www.maximusinternational.in

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Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Maximus International Limited will be held on Saturday, 12<sup>th</sup> day of August, 2017 at 11.30 A.M. at the registered office of the Company situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara-390003 to transact the following business:

**SPECIAL BUSINESS:**

**Item No. 1: Increase in Authorized Share Capital of the Company**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the authorized Share Capital of the Company from existing Rs. 5,50,00,000 ( Rupees Five Crore Fifty Lac ) divided into 55,00,000 ( Fifty Five Lac ) equity shares of Rs. 10/- each to Rs. 7,00,00,000 ( Rupees Seven Crore) divided into 70,00,000 ( Seventy Lac ) equity shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lac) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

**V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lac) Equity Shares of Rs.10/- (Rupees Ten only) each.”**

**Item No. 2: Issue of Equity Shares on a Preferential Allotment / Private Placement Basis**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“CA 2013”**); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (**“ICDR Regulations”**); (iii) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) the Listing Agreement

entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot on preferential basis to a group of Strategic Investors, not forming part of the Promoter Group of the Company up to 15,00,000 (Fifteen lac) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each (“Equity Shares”) at a price of Rs. 27.50 (Rupees Twenty seven and fifty paise) (including a premium of Rs. 17.50 (Rupees Seventeen and fifty paise) per Equity Share aggregating to Rs. 4,12,50,000 (Rupees Four Crore Twelve Lac Fifty thousand) being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations to the following subscribers:

Sr No.	Details of Subscriber	Number of Equity Shares	Consideration (Rs.)
1	Babulal V. Shah	1,14,000	31,35,000
2	Elixir Commercial Services Pvt. Ltd.	54,000	14,85,000
3	Kandarp S. Zaveri	42,000	11,55,000
4	Kirti Malde	72,000	19,80,000
5	Kirti Malde HUF	78,000	2145,000
6	Mayank Shah	36,000	9,90,000
7	Mukesh B. Shah	1,08,000	29,70,000
8	Mukesh B. Shah HUF	1,08,000	29,70,000
9	Nayan Gosalia	1,68,000	46,20,000
10	Nayana Malde	42,000	11,55,000
11	Parul Malde	60,000	16,50,000
12	Ram A. Gupta	1,20,000	33,00,000
13	Sonal N. Gosalia	1,62,000	44,55,000
14	Vandana Agarwal	1,50,000	41,25,000
15	Vidyut J. Shah	36,000	9,90,000
16	Vishnu Kumar Agarwal	1,50,000	41,25,000
	<b>Total</b>	<b>15,00,000</b>	<b>4,12,50,000</b>

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions (including price) in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 13<sup>th</sup> July, 2017, being the date falling 30 (thirty) days prior to the date of this Extra Ordinary General Meeting being held on 12<sup>th</sup> day of August, 2017 to approve this offer.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage/appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required, and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on 11<sup>th</sup> July, 2017 has appointed Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 12<sup>th</sup> August, 2017.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Wednesday, 9<sup>th</sup> August 2017, at 9.00 a.m. and ends on Friday 11<sup>th</sup> August, 2017, at 5.00 p.m. During this period, shareholders of the Company as on the cut-off date i.e. 5<sup>th</sup> August, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5<sup>th</sup> August, 2017. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. 5<sup>th</sup> August, 2017 should treat this notice for information purpose only.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent, M/s. Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059 Maharashtra
15. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
16. Members may also note that this notice will be available on the Company's website: [www.maximusinternational.in](http://www.maximusinternational.in). Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
17. Information and other instructions relating to e-voting are as under:
  - (i) The voting period begins on Wednesday, 9<sup>th</sup> August, 2017, at 9.00 a.m. to Friday, 11<sup>th</sup> August, 2017, at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5<sup>th</sup> August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Maximus International Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors  
For Maximus International Limited**

Place: Registered Office:  
301, Atlantis Heritage,  
Dr. Vikram Sarabhai Marg,  
Vadi-Wadi,  
Vadodara-390003

\_\_\_\_\_  
Dharati Shah  
Company Secretary  
PAN: CHWPS7563R

Date: 11.07.2017



**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 1-Increase in Authorized Share Capital of the Company**

The Company intends to extend its further investment in its Wholly Owned Subsidiary viz: Maximus Global FZE-UAE for their working capital needs and also needs fund for its own other general business purposes etc. For raising additional money the Company has proposed to issue equity shares on preferential/private placement basis and hence, It is deemed appropriate to increase the Authorized Share Capital of the Company from existing Rs. 5.50 Crore to Rs. 7 Crore and for that purpose, the Memorandum of Association is proposed to be suitably altered by passing Ordinary resolution as set out at Item No. 1.

The provisions of the Companies Act, 2013 require the Company to seek approval of the Members of the Company for increase in the authorized share capital and for the alteration of capital clause of the Memorandum of Association.

The Board of Directors accordingly recommends the resolutions set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolutions except as holders of shares in general.

**Item No. 2 - Issue of Equity Shares to the Subscribers on a Preferential Allotment / Private Placement Basis**

As members are aware your Company is engaged in the business of importing and exporting lubricant oils, different types of base oils and other chemical products used mainly in the Automobile Industry, Power Industry and Metal manufacturing among others. Your Company acts as a Merchant Exporter and Sourcing Company with a niche focus on lubricants and base oils and also started trading in plastic additives used for master batch and certain agro related products.

Your Company proposes to enhance investment in its Wholly Owned Subsidiary (WOS) viz: Maximus Global FZE-UAE for their working capital needs; to grant unsecured loans to WOS & other body corporate; to meet long term working capital requirements and also needs fund for its own other general corporate purposes (including acquisition of assets) etc. and hence, it has been proposed to increase the subscribed capital of the Company suitably.

Therefore, the Company proposes to increase its paid up capital base by issuing and allotting total 15,00,000 equity shares of face value of Rs. 10/- each at a price of Rs. 27.50/- per share, aggregating to Rs. 4,12,50,000 (Rupees Four Crore Twelve Lac Fifty Thousand) or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Strategic Investors, not forming part of the Promoter Group of the Company.



In terms of the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“ICDR Regulations”), such issue of shares on a preferential basis can be made with special resolution passed by the members at their General Meeting.

The Board shall issue the Letter of Offer to the above proposed Investors / Applicants. There shall not be any change in the composition of Board of Directors of the Company.

**Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto. [SEBI (ICDR) Regulations, 2009]:**

**1. Objects of the Preferential Issue:**

The main object of the issue of Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or more of the purposes viz. to give further loan and/or to enhance investment to Maximus Global FZE, Wholly owned Subsidiary (WOS) set up in the UAE for its business needs; to grant unsecured loans to WOS & other body corporate; to meet long term working capital requirements and other general business purposes (including acquisition of assets) etc.

**2. Relevant Date:**

The Relevant Date, as stipulated in the Regulations 73(4) of Securities and Exchange of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the Equity Shares on Preferential basis of Rs. 27.50 each (including premium amount of Rs. 17.50 per Equity Shares) shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date i.e 13<sup>th</sup> July, 2017.

**3. Price of the Issue:**

The preferential allotment of 15,00,000 Equity Shares of the face value of Rs. 10/- each at a price of Rs. 27.50/- per Equity Shares (including premium of Rs.17.50/- each) or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

**4. Payment Terms:**

100% of the value of the Equity Shares shall become payable at the time of application.

5. **The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:**

None of the Promoters/ Promoter Group of the Company intends to subscribe to this offer.

6. **Shareholding Pattern before and after the Proposed Preferential Issue:**

Category	Pre-Issue Equity Holdings		Allotment of Equity Shares		Post-Issue Equity Holdings*	
	No. of Shares	% of Share Holding	No. of Equity Shares	% of Equity Shareholding	No. of Shares	% of Share Holding
<b>1) Promoter Holdings</b>						
a. Indian Promoters	37,00,000	71.0718	–	–	37,00,000	55.1745
b. Foreign Promoters	–	–	–	–	–	–
<b>Sub-total</b>	<b>37,00,000</b>	<b>71.0718</b>			<b>37,00,000</b>	<b>55.7145</b>
<b>2) Non-Promoters Holding</b>						
a. Resident Indians (Individuals, HUF)	4,20,000	8.0676	14,46,000	96.4	18,66,000	27.8258
b. Bodies Corporate	7,08,000	13.5997	54,000	3.6	7,62,000	11.3630
c. NRI/FI/FII/NRR	6,000	0.1153	–	–	6,000	0.0895
d. Others	3,72,000	7.1456	–	–	3,72,000	5.5472
<b>Sub-Total</b>	<b>15,06,000</b>	<b>28.9282</b>	<b>15,00,000</b>		<b>30,06,000</b>	<b>44.8255</b>
<b>Total</b>	<b>52,06,000</b>	<b>100%</b>	<b>15,00,000</b>	<b>100%</b>	<b>67,06,000</b>	<b>100%</b>
<b>* On assumption that entire 15,00,000 equity shares will be subscribed and allotted</b>						

7. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

Sr. No	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
1	Elixir Commercial Services Pvt. Ltd.	Mr. Vidyut Shah & Mr. Mayank Shah	NIL	54,000	54,000

8. **Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Shareholders or order/permission by any regulatory authority including SEBI/Stock Exchange or the Central Government, etc., the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission from regulatory authority whichever is later, as the case may be in dematerialized form.

9. **Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

10. **Lock-in:**

The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

11. **Change in the control or composition of the Board:**

Subsequent to the proposed issue of Equity Shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights.

12. **Undertakings:**

- i). The Issuer Company undertakes that they shall re-compute the price of the equity shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.

- ii). The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii). During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- iv). The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.

### **13. Auditors Certificate**

A copy of the certificate from the Statutory Auditors of the Company, M/s. CNK & Associates LLP, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Further, under section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with BSE Limited.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

Your Directors recommend the Special Resolution for the approval of Members.

**By Order of the Board of Directors  
For Maximus International Limited**

Place:  
Registered Office:  
301, Atlantis Heritage,  
Dr. Vikram Sarabhai Marg,  
Vadi-Wadi,  
Vadodara-390003

\_\_\_\_\_  
Dharati Shah  
Company Secretary  
PAN: CHWPS7563R

Date: 11.07.2017

**MAXIMUS INTERNATIONAL LIMITED**

**CIN: U51900GJ2015PLC085474**

**Registered Office:** 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003

**Tel No.:** +91 – 265 – 234 5321; **Email:** info@maximusinternational.in

**Website:** www.maximusinternational.in

**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		
Registered address:		
E-mail Id:	Folio No./Client ID:	DP ID:

I/we, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: .....

Address: .....

Email Id: .....

Signature: .....,or failing him

2. Name: .....

Address: .....

Email Id: .....

Signature: .....,or failing him

3. Name: .....

Address: .....

Email Id: .....

Signature: .....,or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, 12<sup>th</sup> August, 2017 at 11.30 A.M. at its registered office situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sr No.	Resolution(S)	Vote ( Please put a (√) Mark or mention no. of shares)		
		For	Against	Abstain
<b>Special Business</b>				
1.	Increase in Authorized Share Capital of the Company.			
2.	Issue of Equity Shares on a Preferential Allotment / Private Placement Basis.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix Revenue  
Stamp of Rs. 1

Signature of shareholder

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy need not be a member of the Company.

**MAXIMUS INTERNATIONAL LIMITED**

**CIN: U51900GJ2015PLC085474**

**Registered Office:** 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003

**Tel No.:** +91 – 265 – 234 5321; **Email:** info@maximusinternational.in

**Website:** www.maximusinternational.in

**ATTENDANCE SLIP**

Please Fill Attendance Slip and hand it over at the entrance of the Meeting Hall.

Folio No/ Client ID:	
DP ID:	
Name and Address of the Member/Proxy in Block Letters	
No(s). of Shares held:	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Saturday, 12<sup>th</sup> August, 2017 at 11.30 A.M. at its registered office situated at 301, Atlantis Heritage, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003.

**Signature of Member/Proxy**

**Notes:**

1. Please bring this attendance slip to the Meeting and hand over at the entrance of the meeting hall duly filled & signed.
2. Members are requested to furnish their Client ID and DP ID for easy identification of attendance at the Meeting.
3. Proxies are requested to bring their identity proof for verification at the entrance of the Meeting.



Printed  
Matter

If undelivered, please return to:  
**MAXIMUS INTERNATIONAL LIMITED**  
Registered Office:  
301, Atlantis Heritage,  
Dr. Vikram Sarabhai Marg,  
Vadi-Wadi,  
Vadodara-390003